

SHAHEEN & GORDON

PROFESSIONAL ASSOCIATION

Arpiar G. Saunders, Jr.
Attorney at Law

April 20, 2007

HAND-DELIVERED

Debra A. Howland,
Executive Director & Secretary
NHPUC
21 S. Fruit Street, Suite 10
Concord, NH 03301-2429


RE: Communication Workers of America (CWA), International Brotherhood
of Electrical Workers (IBEW) Locals 2320, 2326, and 2327 and IBEW
System Council T-6 (collectively Labor Intervenors)
NHPUC Docket No. 07-011

Dear Ms. Howland:

Enclosed for filing please find MOTION TO COMPEL ANSWERS TO DATA
REQUESTS OF LABOR INTERVENORS April 20, 2007 for filing with the Public Utilities
Commission.

Thank you for your handling of these documents. Please feel free to contact me
should you have any questions.

Very truly yours,

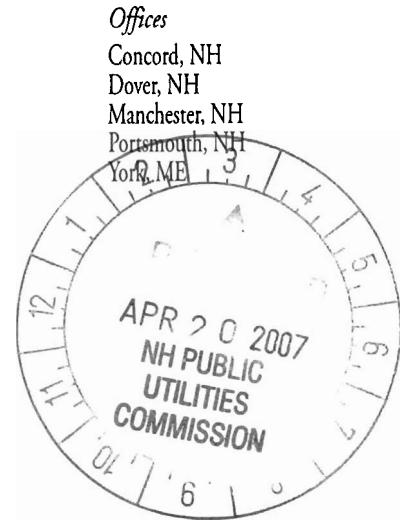

/s/ Arpiar G. Saunders, Jr., Esq.

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asaunders@shaheengordon.com

AGS: maj
Enclosure
cc: Commission's Email Service List
Carol Miller (by US Mail)
Gregory M. Kennan (by US Mail)

NHPUC APR20'07 PM 3:08

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**STATE OF NEW HAMPSHIRE
PUBLIC UTILITIES COMMISSION**

VERIZON NEW ENGLAND, INC. , et al)
)
)
RE: Request for Approval of Affiliated Interest)
Transaction and Transfer of Assets of Verizon’s)
Property and Customer Relations to be Merged)
With and Into FairPoint Communications, Inc.)
)
Docket No. DT 07-011)

**MOTION TO COMPEL ANSWERS TO DATA REQUESTS
OF LABOR INTERVENORS
April 20, 2007**

Pursuant to N.H. Admin. Rules Puc 203.07 and 203.09(h), Labor Intervenors hereby file this Motion to Compel the Joint Applicants to respond to certain data requests of Labor Intervenors. In support of this Motion, Labor Intervenors state as follows:

1. On April 6, 2007, Labor Intervenors served Data Requests of Labor Intervenors Set 1 (Group I issues) on Joint Applicants.
2. On April 13, 2007, Verizon and FairPoint filed separate Objections to certain Labor data requests.
3. Counsel for Labor Intervenors, Verizon, and FairPoint have discussed the various objections and have resolved all of those objections with the exception of objections to two questions, both of which concern the same issue. Specifically, the unresolved objections concern whether Verizon and FairPoint should be required to produce the filings they made with the Federal Trade Commission and U.S. Department of Justice under the Hart Scott Rodino (HSR) Act.

4. Data request Labor 1-5 requests, in relevant part: “Pursuant to the terms of the Agreement and Plan of Merger and associated transaction agreements, provide documents as they are so produced and delivered by FairPoint, including but not limited to: ... f) FairPoint Hart-Scott-Rodino filings (Merger Agreement, 7.6(c), p. 85).”

5. Data request Labor 1-13 made a similar request of Verizon, which included in part the following: “Pursuant to the terms of the Agreement and Plan of Merger and associated transaction agreements, provide documents as they are so produced and delivered by Verizon, including but not limited to: ... h) Verizon and/or Spinco Hart-Scott-Rodino filings (Merger Agreement, 7.6(c), p. 85).”

6. Verizon and FairPoint objected to providing the HSR filings because they allege that the information is confidential and is not reasonably calculated to lead to the discovery of admissible evidence.

7. The filings made by the Joint Applicants under the HSR Act contain information that is directly relevant to this proceeding. In addition to basic information about the companies and the transaction, section 4 of an HSR filing is required to include numerous documents that relate directly to the issues being addressed by this Commission. In addition to other portions of the filing which are likely to contain relevant information, of particular relevance are documents to be filed in response to Item 4(c) of the HSR filing requirements, which are described as follows:

ITEM 4

Furnish one copy of each of the following documents. For each entity included within the person filing notification which has prepared its own such documents different from those prepared by the person filing notification, furnish, in addition, one copy of each document from each such other entity. Furnish copies of:

* * *

Item 4(c)-all studies, surveys, analyses and reports which were prepared by or for any officer(s) or director(s) (or, in the case of unincorporated entities, individuals exercising similar functions) for the purpose of evaluating or analyzing the acquisition with respect to market shares, competition, competitors, markets, potential for sales growth or expansion into product or geographic markets, and indicate (if not contained in the document itself) the date of preparation, and the name and title of each individual who prepared each such document.

Persons filing notification may provide an optional index of documents called for by Item 4 of the Answer Sheets.

NOTE: If the person filing notification withholds any documents called for by Item 4(c) based on a claim of privilege, the person must provide a statement of reasons for such noncompliance as specified in the staff formal interpretation dated September 13, 1979, and § 803.3(d).

16 C.F.R. Part 803, Appendix (emphasis added).

8. In the experience of Labor Intervenors' counsel in other jurisdictions, the documents produced as part of Item 4(c) of the HSR filing can contain information that is highly relevant to state utility commission proceedings, including analyses of the costs and benefits of the proposed transaction; issues addressed by the officers, directors, and their advisors when deciding whether to enter into the proposed transaction; among others. Obviously, Labor Intervenors have not seen the documents, but it is likely that the documents contain information that is directly relevant to issues being addressed by this Commission, including for example those issues listed in the Grouping of Topics as Transactional Issues (e.g., Issues I.A.3 through I.A.7), Financial Issues (e.g., Issues I.B.6 through I.B.8), and Due Diligence Issues (e.g., Issues II.A.1 through II.A.4), among others.

9. Counsel for Labor Intervenors has informed counsel for Joint Applicants that he is sensitive to the voluminous nature of HSR filings and the confidential nature of some of the information contained therein. For that reason, Labor Intervenors have offered to have Joint Applicants make the HSR filings available in a "data room" to be established by Joint Applicants

in a location under Joint Applicants' control and reasonably accessible to counsel and consultants in the three states (such as Verizon's offices in Boston, MA or Washington, DC). Alternatively, given that HSR filings can be made electronically (through a secure web site maintained by the Federal Trade Commission at <https://www.hsr.gov>), Labor Intervenors are willing to have Joint Applicants provide their HSR filings on CD-ROM, thereby saving Joint Applicants the cost of photocopying and delivering a voluminous filing to Labor Intervenors' counsel and consultants. Those options were not sufficient to have Joint Applicants withdraw their objections to these data requests.

10. By signing this Motion, counsel for Labor Intervenors certifies that the movant has made a good-faith effort to resolve the dispute informally.

Respectfully submitted,

Labor Intervenors,
By Their Attorneys:

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603-225-7262

Dated: April 20, 2007

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document was served this 20th day of April 2007 on all parties appearing on the Commission's service list.

Dated: April 20, 2007

By:
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